

Law Offices of

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September 18, 2002

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 24111-D FILED

SEP 18 '02

12-31 PM

SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2002-C

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Assignment (BNSF 2002-C), dated as of September 19, 2002, among Allfirst Bank, as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*"), and Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*" or the "*Assignor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2002-C), dated as of September 19, 2002, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee and Assignee:	Allfirst Bank 25 South Charles Street MC 101-591 Baltimore, Maryland 21201
Owner Trustee and Assignor:	Wells Fargo Bank Northwest, N.A. 213 Court Street - Suite 902 Middletown, Connecticut 06457 Attention: Vice President-Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 35 Dash 9-44 CW Locomotives bearing the reporting marks within the series BNSF 4153 through BNSF 4198, 153 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237629 through BNSF 237799, 115 Refrigerated Box Cars bearing the reporting marks within the series BNSF 793370 through BNSF 793786, 4 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237642 through BNSF

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237647 and 6 Refrigerated Box Cars bearing the reporting marks within the series BNSF 793667 through BNSF 793672, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Assignment (BNSF 2002-C) among Allfirst Bank, as Indenture Trustee and Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Owner Trustee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER

By Michael D. Robson
Michael D. Robson

MDR/pka
Enclosures

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44CW Locomotives	35	BNSF 4153 through BNSF 4186 inclusive, BNSF 4198
5 Well Double Stack Cars	153	BNSF 237629, BNSF 237648 through BNSF 237799 inclusive
Refrigerated Box Cars	115	BNSF 793370, BNSF 793599, BNSF 793673 through BNSF 793764 inclusive, BNSF 793766 through BNSF 793786 inclusive
5 Well Double Stack Cars	4	BNSF 237642 through BNSF 237643 inclusive, BNSF 237646 through BNSF 237647 inclusive
Refrigerated Box Cars	6	BNSF 793667 through BNSF 793672 inclusive

**MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 2002-C)**

Memorandum of Lease Assignment, made and entered into as of September 19, 2002, by and between Wells Fargo Bank Northwest, N.A., a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The Owner Trustee and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 2002-C), dated as of September 1, 2002, and Lease Supplement No. 1 thereto, dated September 19, 2002, covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on September 18, 2002 at _____ a.m. under recordation numbers _____ and _____-A respectively, pursuant to Section 11301 of Title 49 of the United States Code.

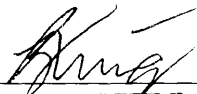
3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2002-C), dated as of September 1, 2002, and Trust Indenture Supplement No. 1 thereto, dated September 19, 2002, pursuant to which Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to Allfirst Bank, as Indenture Trustee.

4. Memoranda of said Trust Indenture and Security Agreement and of said Trust Indenture Supplement No. 1 were recorded with the Surface Transportation Board on September 18, 2002 at _____ a.m. under recordation numbers _____-B and _____-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in
its individual capacity, but solely as Owner
Trustee

By 
Name: BRETT R. KING
Title: VICE PRESIDENT

Executed on this 16th day of September, 2002.

ALLFIRST BANK

By _____
Name:
Title:

Executed on this ____ day of September, 2002.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in
its individual capacity, but solely as Owner
Trustee

By _____

Name:

Title:

Executed on this ____ day of September, 2002.

ALLFIRST BANK

By 

Name: ROBERT D. BROWN

Title: VICE PRESIDENT

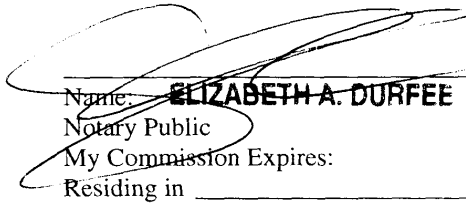
Executed on this 16th day of September, 2002.

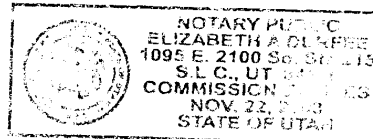
Utah

STATE OF _____)
COUNTY OF _____) SS.:

On this, the 16th day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared Brett H. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September 16, 2002 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: ELIZABETH A. DURFEE
Notary Public
My Commission Expires: _____
Residing in _____



STATE OF _____)
COUNTY OF _____) SS.:

On this, the ____ day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of ALLFIRST BANK, that said instrument was signed on September __, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September __, 2002 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Maryland)
) SS.:
CITY
COUNTY OF Baltimore)

On this, the 16th day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared Robert D. Brown, who being by me duly sworn, says that (s)he is the vice president of ALLFIRST BANK, that said instrument was signed on September 16, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Deborah K. Bailey
Name:
Notary Public
My Commission Expires: 4/16/2006
Residing in Maryland

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44CW Locomotives	35	BNSF 4153 through BNSF 4186 inclusive, BNSF 4198
5 Well Double Stack Cars	153	BNSF 237629, BNSF 237648 through BNSF 237799 inclusive
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5 Well Double Stack Cars	4	BNSF 237642 through BNSF 237643 inclusive, BNSF 237646 through BNSF 237647 inclusive
Refrigerated Box Cars	6	BNSF 793667 through BNSF 793672 inclusive